

# **Exhibit 21**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE )  
ANTITRUST LITIGATION )  
 ) No. 11-CV-2509-LHK  
THIS DOCUMENT RELATES TO: )  
ALL ACTIONS. )

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VIDEO DEPOSITION OF LYNWEN BRENNAN

HIGHLY CONFIDENTIAL

March 19, 2013

Reported by: Anne Torreano, CSR No. 10520

**KRAMM**  
COURT REPORTING

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**DISC CONTAINS:**

.txt/ASCII of Transcript > PDF of Transcript > PDF of Exhibits > Condensed Transcript with Word Index

Deposition of Lynwen Brennan

In Re: HIGH-TECH EMPLOYEE ANTITRUST LITIGATION

1           A.    If his -- Michelle is indicating here that she  
2           already thinks that he was outperforming where he was  
3           at, because she'd already discussed with him that she  
4           would review his pay rate at a later time.

03:21:16 5           So what I'm asking is, in that review, does  
6           she think that he's at the right level or not?  
7           Regardless of IMD or anything else, does she think he's  
8           at the right level for his level of performance?

9           And if he was, and therefore he wasn't  
03:21:35 10          performing higher than his level, we would have -- I  
11          would have said, then, his salary is at the right  
12          place.

13          Q.    Is that because in some sense it was Lucas's  
14          policies to treat similar employees similarly from the  
03:22:10 15          standpoint of compensation?

16          A.    No, we have ranges and for different levels,  
17          and people are all placed in those ranges depending on  
18          their performance level, their experience level, et  
19          cetera.

03:22:24 20          So each individual is treated differently  
21          depending on how -- how they perform.

22          Q.    Is it in some sense Lucas's policy that  
23          employees at the same level who perform similarly would  
24          be compensated the same?

03:22:54 25          MR. PURCELL: Object to the form.

## REPORTER'S CERTIFICATE

I, Anne Torreano, Certified Shorthand Reporter  
licensed in the State of California, License No. 10520,  
hereby certify that the deponent was by me first duly  
sworn, and the foregoing testimony was reported by me  
and was thereafter transcribed with computer-aided  
transcription; that the foregoing is a full, complete,  
and true record of said proceedings.

I further certify that I am not of counsel or  
attorney for either or any of the parties in the  
foregoing proceeding and caption named or in any way  
interested in the outcome of the cause in said caption.


The dismantling, unsealing, or unbinding of  
the original transcript will render the reporter's  
certificates null and void.

In witness whereof, I have subscribed my name  
this 29th day of March, 2013.

☒ Reading and Signing was requested.

☐ Reading and Signing was waived.

☐ Reading and Signing was not requested.

  
ANNE M. TORREANO, CSR NO. 10520



## INSTRUCTIONS FOR READING/CORRECTING YOUR DEPOSITION

To assist you in making corrections to your deposition testimony, please follow the directions below. If additional lines are necessary, please use "+" button to add one and "-" if you need to remove a line.

This is the final version of your deposition transcript.

Please read it carefully. If you find any errors or changes you wish to make, insert the corrections on the errata sheet beside the page and line numbers.

Do NOT change any of the questions.

After completing your review, please sign the last page of the errata sheet, above the designated "Signature" line.

### ERRATA SHEET

Witness: Lynwen Brennan

Date of Deposition: 03/19/2013

Page	Line	
29	7	Change: "There's a different [sensiblility], I think"
35	12	Change: "[LDAC]."
47	24	Change: "There were other levels like the TAs, [and] I"
76	5	Change: "It might. But generally, because [] the skill"
92	18	Change: "lives [near the] ranch."
96	20	Change: "should do [what] you want to do."
100	7	Change: "our key [creatives], our production people are well known"
100	9	Change: "[creatives], but I don't think we compensate our"
141	21	Change: "job performance levels, [set by] the CBA, and that was"
107	11	Change: "that we know that we've worked [with] before or that are"
107	12	Change: "recommended by people that we've worked -- worked [with]"
		Change:
		Change:
		Reason: 29:7. Typo.
		Reason: 35:12. Typo.
		Reason: 47:24. Typo.
		Reason: 76:5. Typo.
		Reason: 92:18. Typo.
		Reason: 96:20. Typo.
		Reason: 100:7. Typo.
		Reason: 100:9. Typo.
		Reason: 141:21. Typo.



## INSTRUCTIONS FOR READING/CORRECTING YOUR DEPOSITION

Reason:	107:11. Typo.
Reason:	107:12. Typo.
Reason:	
Reason:	

☒ Subject to the above changes, I certify that the transcript is true and correct.

☐ No changes have been made. I certify that the transcript is true and correct.

Signature: W. A. Brown Date: 4/25/13

# **Exhibit 22**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

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IN RE: HIGH-TECH EMPLOYEE	)	
ANTITRUST LITIGATION	)	
	)	Master Docket
	)	No. 11-CV-2509-LHK
THIS DOCUMENT RELATES TO:	)	
	)	
ALL ACTIONS	)	

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Videotape Deposition Upon Oral Examination  
of  
DANA BATALI

\* \* \* CONFIDENTIAL - ATTORNEYS' EYES ONLY \* \* \*

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Taken at 705 Second Avenue, Suite 1200  
Seattle, Washington

DATE: Tuesday, March 19, 2013

REPORTED BY: Ronald L. Cook

CCR, RMR, CRR

---



10:27:04 1 going to receive as a raise and long-term incentives

10:27:09 2 takes place once a year; is that fair?

10:27:11 3 A. Approximately once a year.

10:27:12 4 Q. And approximately what time of year?

10:27:15 5 A. It's been over the -- all over the map.

10:27:18 6 Starting to be more formal, I think, now, but -- I

10:27:21 7 don't think there's a single answer to that question.

10:27:23 8 Q. Mm-hmm.

10:27:25 9 And can you tell me how that process

10:27:27 10 works from your end?

10:27:29 11 MS. HENN: Object to form.

10:27:37 12 THE WITNESS: I get a spreadsheet

10:27:39 13 indicating the range that the compensation committee

10:27:44 14 describes as the -- more or less the pool from which

10:27:48 15 raises are made and the LTIs derived, and I ascribe a

10:27:57 16 percentage to each of the members of my team according

10:28:01 17 to their performance of the previous year.

10:28:07 18 Q. BY MS. SHAVER: And who do you --

10:28:09 19 Strike that.

10:28:35 20 When deciding how to allocate that pool

10:28:38 21 among your employees, are there any other factors you

10:28:40 22 consider besides performance?

10:28:42 23 MS. HENN: Object to form.

10:28:49 24 THE WITNESS: Yes.

10:28:51 25 Q. BY MS. SHAVER: What other factors do you

10:28:52 1 consider?

10:29:07 2 A. The sense that someone might either be  
10:29:10 3 more or less valuable through -- I suppose that's  
10:29:16 4 performance.

10:29:29 5 Hmm. So could you restate the question  
10:29:31 6 again?

10:29:36 7 Q. The question was: What other factors  
10:29:38 8 besides performance do you consider when deciding how  
10:29:41 9 to allocate the salary increase pool among your  
10:29:45 10 employees?

10:29:47 11 A. If a -- if during the year a conversation  
10:29:50 12 has occurred to indicate that the employee might be  
10:29:54 13 dissatisfied with their salary, that may enter the  
10:29:58 14 formulation.

10:30:12 15 Q. And you said that you received your  
10:30:15 16 compensation spreadsheet and salary pool from a  
10:30:22 17 compensation committee; is that right?

10:30:25 18 MS. HENN: Object to form.

10:30:25 19 THE WITNESS: An individual in HR.

10:30:27 20 Q. BY MS. SHAVER: Mm-hmm.

10:30:28 21 Would it typically be Stephanie Sheehy?

10:30:31 22 A. Yes.

10:30:31 23 Q. And would it be fair to say that in this  
10:30:35 24 time period, 2005 through the present, your typical  
10:30:41 25 salary pool was between [REDACTED] percent?

10:30:48 1 A. Yes.

10:30:50 2 Q. Does that indicate that most of your  
10:30:56 3 employees should receive around a [REDACTED] percent raise?

10:31:00 4 A. Actually, allow me to correct. The pool  
10:31:04 5 is larger than [REDACTED] percent, typically, and there's a  
10:31:09 6 target raise given to us as what -- it would be the  
10:31:14 7 normal expectation of a cost-of-living type increase  
10:31:20 8 if a person had performed well, and that's often  
10:31:22 9 [REDACTED] percent.

10:31:22 10 Q. Mm-hmm.

10:31:53 11 I'd like to mark this Plaintiffs'  
10:31:55 12 Exhibit 9 -- 1916. This is a document Bates stamped  
10:32:07 13 PIX00009292.

10:32:14 14 (Deposition Exhibit 1916 was marked  
10:32:14 15 for identification.)

10:32:15 16 Q. BY MS. SHAVER: Mr. Batali, do you  
10:32:50 17 recognize this document?

10:33:02 18 A. It looks like the documents I would get  
10:33:04 19 from Stephanie for spreadsheet thinking.

10:33:17 20 Q. Okay.

10:33:17 21 And do you see that this is an e-mail  
10:33:19 22 sent from Stephanie Sheehy on December 17th, 2010, to  
10:33:26 23 you, among a list of people?

10:33:27 24 A. Yes.

10:33:30 25 Q. And under the heading "Salary Increases,"

10:33:32 1 she writes, "For 2011, your salary pool will consist  
10:33:37 2 of [REDACTED] of your employees' current salaries. We are  
10:33:42 3 targeting a [REDACTED] salary increase for all solid and well  
10:33:46 4 performing employees, with the additional [REDACTED] to be  
10:33:49 5 used for adjustments or to reward outstanding  
10:33:51 6 performers."

10:33:52 7 Do you see that?

10:33:53 8 A. Yes.

10:33:53 9 Q. Okay.

10:33:57 10 So is it your understanding that based on  
10:34:01 11 this e-mail, you were supposed to give all solid and  
10:34:06 12 well-performing employees a [REDACTED] percent salary increase  
10:34:10 13 but that you had the discretion to give more to folks  
10:34:15 14 if you wanted to?

10:34:16 15 MS. HENN: Object to form.

10:34:20 16 THE WITNESS: I certainly felt I had the  
10:34:22 17 discretion, and -- and practiced that discretion  
10:34:28 18 regularly.

10:34:30 19 Q. BY MS. SHAVER: Mm-hmm.

10:34:32 20 Do you recall if in 2011 you awarded any  
10:34:38 21 of your employees more than [REDACTED] percent raise?

10:34:41 22 A. It was common to do that.

10:34:43 23 Q. It was common for you to do that?

10:34:45 24 A. Mm-hmm.

10:34:47 25 To be clear about this, the pool is

10:34:48 1 [REDACTED] percent. The range one would see without causing  
10:34:53 2 much confusion would be [REDACTED] percent.

10:34:58 3 Q. I see. That's helpful.

10:35:00 4 So you could award your reports something  
10:35:06 5 besides [REDACTED] percent, it was just that  
10:35:09 6 the overall pool should target to that amount; is that  
10:35:11 7 right?

10:35:12 8 A. My understanding is you take the total  
10:35:13 9 salary count and you multiply it by [REDACTED] percent,  
10:35:18 10 that's a pool, and then you divide that up in the  
10:35:20 11 range of [REDACTED] percent per person.

10:35:22 12 Q. Thank you.

10:35:23 13 And was that your practice for the entire  
10:35:25 14 time period from 2005 through the present?

10:35:28 15 MS. HENN: Object to form.

10:35:29 16 THE WITNESS: No.

10:35:31 17 Q. BY MS. SHAVER: When --

10:35:32 18 A. The spreadsheets didn't exist until  
10:35:35 19 Stephanie Sheehy started forwarding them my way, I  
10:35:38 20 believe. That's my recollection.

10:35:40 21 Q. Approximately what year do you believe  
10:35:41 22 that started?

10:35:42 23 A. I have truly no idea. Certainly four or  
10:35:49 24 five.

10:35:49 25 Q. I'm sorry?

C E R T I F I C A T E

STATE OF WASHINGTON     )  
                                      ) ss.  
COUNTY OF KING         )

I, the undersigned Washington Certified Court Reporter, pursuant to RCW 5.28.010, authorized to administer oaths and affirmations in and for the State of Washington, do hereby certify:

That the foregoing deposition of the witness named herein was taken stenographically before me and reduced to a typed format under my direction;

That, according to CR 30(e), the witness was given the opportunity to examine, read and sign the deposition after same was transcribed, unless indicated in the record that the review was waived;

That all objections made at the time of said examination have been noted by me;

That I am not a relative or employee of any attorney or counsel or participant and that I am not financially or otherwise interested in the action or the outcome herein;

That the witness coming before me was duly sworn or did affirm to tell the truth;

That the deposition as transcribed is a full, true and correct transcript of the testimony, including questions and answers and all objections, motions and exceptions of counsel made at the time of the foregoing examination;

That as a matter of firm policy, the stenographic notes of this transcript will be destroyed three years from the date appearing on this transcript, unless notice is received otherwise from any party or counsel hereto on or before said date.

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RONALD L. COOK, CCR, RMR, CRR  
State of Washington CCR #2523

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# **Exhibit 23**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE )  
ANTITRUST LITIGATION )  
 ) No. 11-CV-2509-LHK  
THIS DOCUMENT RELATES TO: )  
ALL ACTIONS. )

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VIDEO DEPOSITION OF ALVARO GONZALO ALVAREZ

HIGHLY CONFIDENTIAL

March 5, 2013

Reported by: Anne Torreano, CSR No. 10520



1 my recruiter Felicia Albright and one of the hiring  
2 managers, Rob York, and myself.

3 Q. Did you receive all these e-mails?

4 A. Yes.

04:54:32 5 Q. I just want to direct your attention to the  
6 e-mail toward the bottom of page 2, where it says, "On  
7 December 17th, 2010 at 12:37, Rob York wrote."

8 A. Mm-hmm, yes, I see it.

9 Q. He says, "[REDACTED]  
04:55:11 10 [REDACTED]."

11 So in setting salaries that would be  
12 components of offers for candidates Apple was  
13 interested in hiring, was what a candidate's peer group  
14 was receiving an important consideration?

04:55:47 15 A. That's what we call internal equity.

16 Q. So as you understand internal equity, was  
17 Mr. York's comment consistent with that principle?

18 MR. TUBACH: Lacks foundation.

19 THE WITNESS: Can you repeat the question.

04:56:08 20 BY MR. DALLAL:

21 Q. Well, if you just look at what Mr. York says,  
22 which is, "[REDACTED]  
23 [REDACTED]," is that a statement that  
24 you regard as being consistent with the principle of  
04:56:19 25 internal equity?

1 A. Being consistent? No.

2 Q. Why not?

3 A. I think it's a one-off remark from Rob York,

4 saying he's just looking at -- saying we should

04:56:31 5 reconsider our offer recommendations based on internal  
6 equity.

7 Q. So is it fair to say that it's not

8 inconsistent with the principle of internal equity?

9 A. Can you rephrase the question?

04:56:45 10 Q. Do you regard Mr. York's statement as somehow  
11 inconsistent with the principle of internal equity?

12 A. Yes.

13 Q. How so?

14 A. Not all -- some of our offer -- most of our

04:57:09 15 recommendations that come from recruiting are compared  
16 internal equity. We always compare that. It's the  
17 first thing we do. And we compare other areas as  
18 well. [REDACTED]

19 [REDACTED]

04:57:26 20 [REDACTED].

21 So that comment's typically not referred to us  
22 on a consistent base or a common base.

23 Q. I have to admit I don't really understand your  
24 answer.

04:57:49 25 A. We don't get that -- we don't receive those

1 kind of comments from a manager on a consistent base.

2 Q. And that's fair.

3 I guess my question is, [REDACTED]

4 [REDACTED]

04:58:19 5 [REDACTED], is the desire not to pay a candidate a  
6 salary higher than what his peer group is receiving  
7 consistent with the idea of internal equity?

8 MR. TUBACH: Vague and ambiguous.

9 THE WITNESS: I'm not sure if I'm  
04:58:46 10 understanding your -- your exact question. Consistent  
11 in terms of ...

12 BY MR. DALLAL:

13 Q. Well, provided that [REDACTED]

14 [REDACTED]

04:59:24 15 [REDACTED], does that  
16 recommendation violate the idea of internal equity?

17 A. No.

18 Q. So that recommendation is broadly in line with  
19 the principle of internal equity?

04:59:49 20 MR. TUBACH: Vague and ambiguous, calls for  
21 speculation.

22 THE WITNESS: I would not say it's in line.

23 Every situation's very different. Every manager has

24 different methods that they apply in terms of when they

04:59:59 25 bring on people to their groups.



## REPORTER'S CERTIFICATE

I, Anne Torreano, Certified Shorthand Reporter licensed in the State of California, License No. 10520, hereby certify that the deponent was by me first duly sworn, and the foregoing testimony was reported by me and was thereafter transcribed with computer-aided transcription; that the foregoing is a full, complete, and true record of said proceedings.

I further certify that I am not of counsel or attorney for either or any of the parties in the foregoing proceeding and caption named or in any way interested in the outcome of the cause in said caption.

The dismantling, unsealing, or unbinding of the original transcript will render the reporter's certificates null and void.

In witness whereof, I have subscribed my name this 15th day of March, 2013.

☐ Reading and Signing was requested.

☐ Reading and Signing was waived.

☒ Reading and Signing was not requested.

\_\_\_\_\_  
ANNE M. TORREANO, CSR No. 10520

## In Re: High-Tech Employee Antitrust Litigation

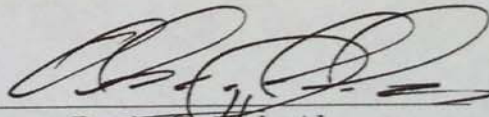
United States District Court, Northern District of California – San Jose Division  
Case No. 11-CV-2509-LHK

## Deposition Errata Sheet

**Alvaro (David) Gonzalo Alvarez**  
**March 5, 2013**

Deposition Page #	Line #	Currently Reads	Change To Read As	Reason for Change
53	11-12	That's one, but mostly they're dealing with referrals.	That's one thing they do, but mostly they're dealing with referrals.	Clarify the record
87	7-8	I think Adobe had a relationship with Adobe [sic], I believe.	I think Apple had a relationship with Adobe, I believe.	Clarify the record
104	20-22	I know there was sensitivity around Adobe, but I don't recall anything about – regarding refraining, no.	I know there was sensitivity around Adobe, but I don't recall anything about refraining from reaching out, no.	Clarify the record
125	19	It's an email to me – to Kenta,	It's an email from me to Kenta,	Clarify the record
131	21-22	“And so we can talk to him” is in parentheses.	And “so we can talk to him” is in parentheses.	Transcription error, changed to accurately reflect exhibit text
133	1	candidate's no longer at Apple [sic]	candidate's no longer at Intel	Clarify the record
171	5-7	We were – we were – we were signed to go and target – I believe this is Austin, if I'm not mistaken, companies in the Austin area ...	We were assigned to go and target – I believe this is Austin, if I'm not mistaken – companies in the Austin area ...	Clarify the record
199	8	starts with 231APPLE041634 [sic]	starts with 231APPLE041683	Clarify the record

Dated: April 30, 2013

  
David Gonzalo Alvarez

Name of case: *In re: High-Tech Employee Antitrust Litigation*  
Case No. 11-CV-2509-LHK (N.D. Cal.)

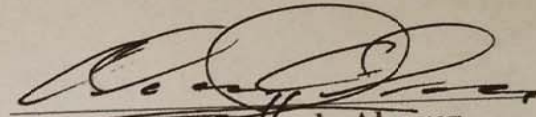
Date of deposition: March 5, 2013

Name of witness: **Alvaro (David) Gonzalo Alvarez**

DECLARATION UNDER PENALTY OF PERJURY

I hereby certify that I read the foregoing deposition, and that the transcription together with any corrections noted on the Deposition Errata Sheet hereof, with the understanding that I offer these changes as if still under oath, is a true and accurate record of my testimony given at the time and place noted.

Signed on the 30 day of April, 2013.

  
**David Gonzalo Alvarez**

# **Exhibit 24**

[SUBMITTED UNDER SEAL]

# **Exhibit 25**



Name: 2006 Increase Budget Updated  
12.8.05.ppt

Comments: Document Produced Natively



Performance Management

# **PAY FOR PERFORMANCE: 2007 Merit Budget Recommendations**

## **Executive Review**

December 19, 2006

Lucas Confidential  
December 19, 2006



- **Background**
  - Compensation Philosophy & Strategy
- **Market Study**
  - Salary Increase Budgets
  - Market Analysis of Competitive Cash Compensation
  - Review Of Past Practices
- **Recommendations**
  - FY07 Merit Budget Determination Methodology
  - Pay Increase Budget
  - Distribution Curve - Performance Rating and Merit Increase

**Elements of Cash Compensation**

For most employees at Lucasfilm, the elements of cash compensation will be base pay and annual bonus (short term incentive) payments. These elements will be used in benchmarking our total cash compensation to relevant positions in the external market.

**Benchmarking**

Lucasfilm will benchmark total cash compensation at the [REDACTED] percentile for most positions, using compensation surveys that are relevant to the specific job or job family. Positions that are defined as highly competitive and/or critical to achieving business objectives such as all studio positions are be benchmarked at the [REDACTED] percentile, or in rare cases, higher.

**Base Salary Adjustments (Merit Increases)**

Base salary adjustments will be done annually, linked to employee performance reviews. The level of increases will be determined by analyzing both external market practices and company performance and then will be awarded based on individual performance.



## Utilized Surveys

- Radford (Includes SW & Tech Industry in SF/Bay Area)
- Croner Entertainment and Educational Software (Gaming Industry)
- Dunlap (CG Positions in the Film Industry)
- Culpepper (Technical and Operations positions)

## Industry Specific Budgets

- Studios and Networks

## CPI

- San Francisco-Oakland-San Jose, CA – All items



## Surveys

- Radford (AON):
- Croner:
- Dunlap\*:
- Culpepper\*:

[Redacted]

[Redacted]

[Redacted]

[Redacted]

\* Survey does not report a Promotion/Adjustment

Note: Survey data is local information for Bay Area/Northern California



Performance Management

Market Study

Salary Increase Budgets

## Studio/Network (updates ongoing)

Company	Merit		Promotion		Total		Increase
	Budget FY05	Budget FY06	FY05	FY06	FY05	FY06	
Disney	4.0%	4.5%	2.0%	2.0%	6.00%	6.50%	4/1
Pixar	3.0%	3.0%	1.0%	1.5%	4.00%	4.50%	4/1
Sony	4.0%	4.0%	0.0%	1.0%	4.00%	5.00%	7/1
Dreamworks	3.75%	4.0%	1.0%	1.0%	4.75%	5.00%	4/1
Paramount	4.0%	3.5%	0.0%	1.0%	4.00%	4.50%	7/1
Universal	4.0%	4.3%	0.0%	0.0%	4.00%	4.25%	3/1
Electronic Arts	4.0%	4.0%	1.0%	1.5%	5.0%	5.50%	3/1
20th Century Fox	3.0%	3.5%	1.5%	1.0%	4.50%	4.50%	7/1
Warner Bros	4.0%	4.5%	0.5%	0.5%	4.50%	5.00%	1/1

# Market Study

# Salary Increase Budgets

# CPI - 2005

- |                |      |
|----------------|------|
| October 2005:  | 2.2% |
| 1st Half 2005: | 1.7% |

Not Seasonally Adjusted

**Item:** All items

[illegible]





Performance Management

Market Study  
Analysis of Competitive Base Pay Compensation



**\* Excludes Executives and Senior Management.**

Lucas Confidential  
December 19, 2006



Performance Management

Market Study  
Analysis of Competitive Base Pay Compensation



**\* Excludes Executives and Senior Management.**

## Performance Management

[illegible]



### Merit Increase and Call-outs Pool - General Population

- [REDACTED]
- [REDACTED]

### Market Adjustment Pool –

#### Key and At Risk Employees and/or Approved Business Groups

- [REDACTED]

### Budget Process Change –

- Adjustment/Promotion Pool is intended to cover all of 2007 including any off cycle call-outs

### Considerations:

- Budget allocated (placeholder) for FY07 Base Pay increase:
  - [REDACTED] (inclusive of Promotions/Adjustments)
- Increase will be communicated as a [REDACTED] merit budget
- Market analysis indicates an overall delta of [REDACTED]
  - [REDACTED]
  - [REDACTED]
- Total compensation analysis will enable managers to make informed decisions about call-outs




Performance Management

Recommendations

Distribution Curve - Performance Rating & Merit Increase

## Overall Performance Rating

	1	2	3	4	5
	<b><u>Unsatisfactory</u></b> Marginal / Unacceptable / Fails to Meet Expectations	<b><u>Needs Improvement</u></b> Fair / Meets Some Expectations	<b><u>Good Solid Performance</u></b> Fully Successful / Fully Meets Expectations	<b><u>Superior</u></b> Commendable / Exceeds Expectations	<b><u>Distinguished</u></b> Outstanding / Far Exceeds Expectations
Recommended Rating Distribution					
Merit Recommendation					

Lucas Confidential  
December 19, 2006

**Note:** Assumes a  merit budget



# Performance Management

## SLIDE FOR SHARON ONLY

# Appendix

## Historical Data

### Discussion Data for 2003 Salary Increase Decision:

Rating	Sample Options: 2003				Historical Data					
	2003	2003	2003	2003	2002	2001	2000	1999	1998	1997
Outstanding, O										
Significant achievements, S										
Exceeds expectations, E										
Meets expectations, M										
Not all expectations met, M-										
Does not meet expectations, NM										
Target Avg. Increase										
Actual Avg. Increase										
Radford Hi-Tech Average										
CPI Portion*										
Difference: CPI & Target Avg.										
Difference: CPI & Actual Avg.										
Historical average difference between CPI & Actual Average =							1.89			
*Based on Consumer Price Index for San Francisco/Oakland/San Jose area from 12/01 to 12/02, all urban consumers. This will be updated in February '03 and again in April '03.										

# **Exhibit 26**

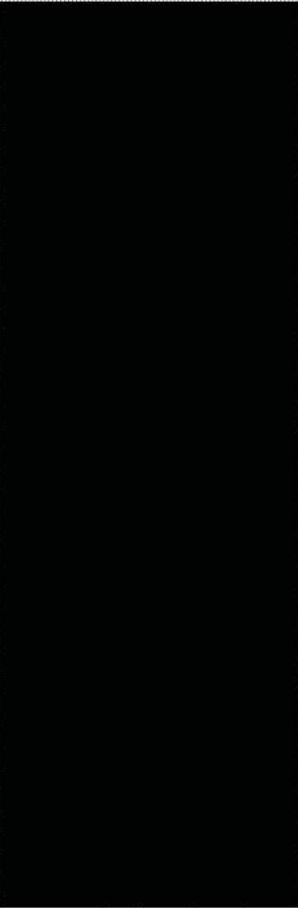
	A	B	C	D	E	F	G	H	I	J
1	Employee ID	Last Name	First Name	Supervisor	Dept	Emp Type	Job Title	S/H	Hrs	Performance Rating
2	100416	Redacted	Redacted	Redacted	LIC-48-425	REG	Sr Dir, Domst Lic &Retail Mktg	S	40	Good Solid Performer
3	100380				LIC-48-425	REG	Sr Dir, Intrl Licencing & Mktg	S	40	Superior
4	100379				LIC-48-425	REG	Director Of Toys	S	40	Superior
5	103176				LIC-48-425	REG	Director Of Publishing	S	40	Good Solid Performer
6	100397				LIC-48-425	REG	Director, Global Prod Developmt	S	40	Superior
7	100409				LIC-48-425	REG	Sr Accounting Manager	S	40	Good Solid Performer
8	100395				LIC-48-425	REG	Art Director	S	40	Superior
9	103222				LIC-48-425	REG	Licensing Manager	S	40	Good Solid Performer
10	100406				LIC-48-425	REG	Executive Editor	S	40	Good Solid Performer
11	100405				LIC-48-425	REG	Executive Editor	S	40	Good Solid Performer
12	100396				LIC-48-425	REG	Default Jobcode	S	40	Good Solid Performer
13	102252				LIC-48-425	REG	Accounting Supervisor	S	40	Good Solid Performer
14	102258				LIC-48-425	REG	Contract Administrator	S	40	Distinguished
15	100398				LIC-48-425	REG	Global Prod Developmnt Manager	S	40	Good Solid Performer
16	100446				LIC-48-425	REG	Projects Coordinator	S	40	Good Solid Performer
17	103223				LIC-48-425	REG	Editor	S	40	Good Solid Performer
18	103364				LIC-48-000	PRJ	Project Manager	S	40	Good Solid Performer
19	103328				LIC-48-000	PRJ	Project Manager	S	40	Needs Improvement
20	100506				LFL-33-129	REG	Tax Director	S	40	Good Solid Performer
21	103550				LFL-33-129	REG	Default Jobcode	S	40	
22	100261				LFL-33-129	REG	Director Of Tax	S	40	Good Solid Performer
23	102297				LFL-33-129	REG	Tax Manager	S	40	Superior
24	103557				LFL-33-129	REG	Tax Analyst	S	40	
25	103124				LFL-33-129	REG	Tax Analyst	S	40	Good Solid Performer
26	100259				LFL-33-128	REG	Sr Manager Finance Distributn	S	40	Good Solid Performer
27	100338				LFL-33-128	REG	Accounting Manager	S	40	Good Solid Performer
28	102336				LFL-33-128	REG	Mgr,Distribution & Operations	S	40	Good Solid Performer
29	100496				LFL-33-125	REG	Corporate Controller	S	40	Good Solid Performer
30	103286				LFL-33-125	PRJ	Controller	S	40	Good Solid Performer
31	100128				LFL-33-125	REG	Assistant Controller	S	40	Distinguished
32	100324				LFL-33-125	REG	Director Of Finance Operations	S	40	Good Solid Performer
33	100251				LFL-33-125	REG	Sr Corp Accounting Manager	S	40	Superior
34	103514				LFL-33-125	REG	Sr Corp Accounting Manager	S	40	
35	103458				LFL-33-125	REG	Corporate Accounting Mgr	S	40	
36	100250				LFL-33-125	REG	Accounts Payable Supervisor	S	40	Superior
37	100529				LFL-33-124	REG	Sr Payroll Manager	S	40	Good Solid Performer
38	100526				LFL-33-124	REG	Payroll Supervisor	S	40	Superior
39	100125				LFL-33-122	REG	Director Of Business Systems	S	40	Good Solid Performer
40	100237				LFL-33-122	REG	Project Manager	S	40	Good Solid Performer
41	100431				LFL-33-122	PRJ	HRIS Business Systems Analyst	S	40	Superior
42	100239				LFL-33-122	REG	Database Adminstr-Oracle Finls	S	40	Good Solid Performer
43	100328				LFL-33-122	REG	Business Systems Programmer	S	40	Superior
44	100236				LFL-33-122	REG	Sr Business System Analyst	S	40	Good Solid Performer
45	100240				LFL-33-122	REG	Business System Analyst	S	40	Good Solid Performer



	K	L	M	N	O	P	Q	R
1								Call Out
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6								Equity Adjustment
7								Equity Adjustment
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14								Promotion
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26								Promotion
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28								Promotion
29								Equity Adjustment
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38								Equity Adjustment
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	S	T	U	V	W	X	Y	Z	AA	AB
1	Job Title - New							Payroll GFH Term	EV3 GFH Term	Status Change Indicator
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14	Senior Contract Administrator									
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26	Director of Distribution Finance									
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28	Sr Manager Distribution Finance									
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	AC	AD	AE	AF	AG	AH	AI	AJ	AK	AL	AM	AN
	New Exempt Status	New S/H Status	New Benefited Status	New Type Status	New Std Hours	Level 3 Ranking	Ranking	Bonus Pro- ration %	Salary for Bonus	Bonus Suggested Range	Target \$	% of Target
1												
2						1						
3						2						
4						3						
5						5						
6						4						
7							18					
8						10						
9						6						
10						9						
11						8						
12						7						
13							31					
14						2						
15						12						
16						11						
17						18						
18						20						
19						24						
20							37					
21							26					
22							20					
23							6					
24							59					
25							45					
26							13					
27							30					
28							14					
29							11					
30							25					
31							1					
32							36					
33							2					
34							27					
35							7					
36							19					
37							46					
38							32					
39							10					
40							5					
41							15					
42							40					
43							22					
44							4					
45							52					

	AQ	AP	AQ
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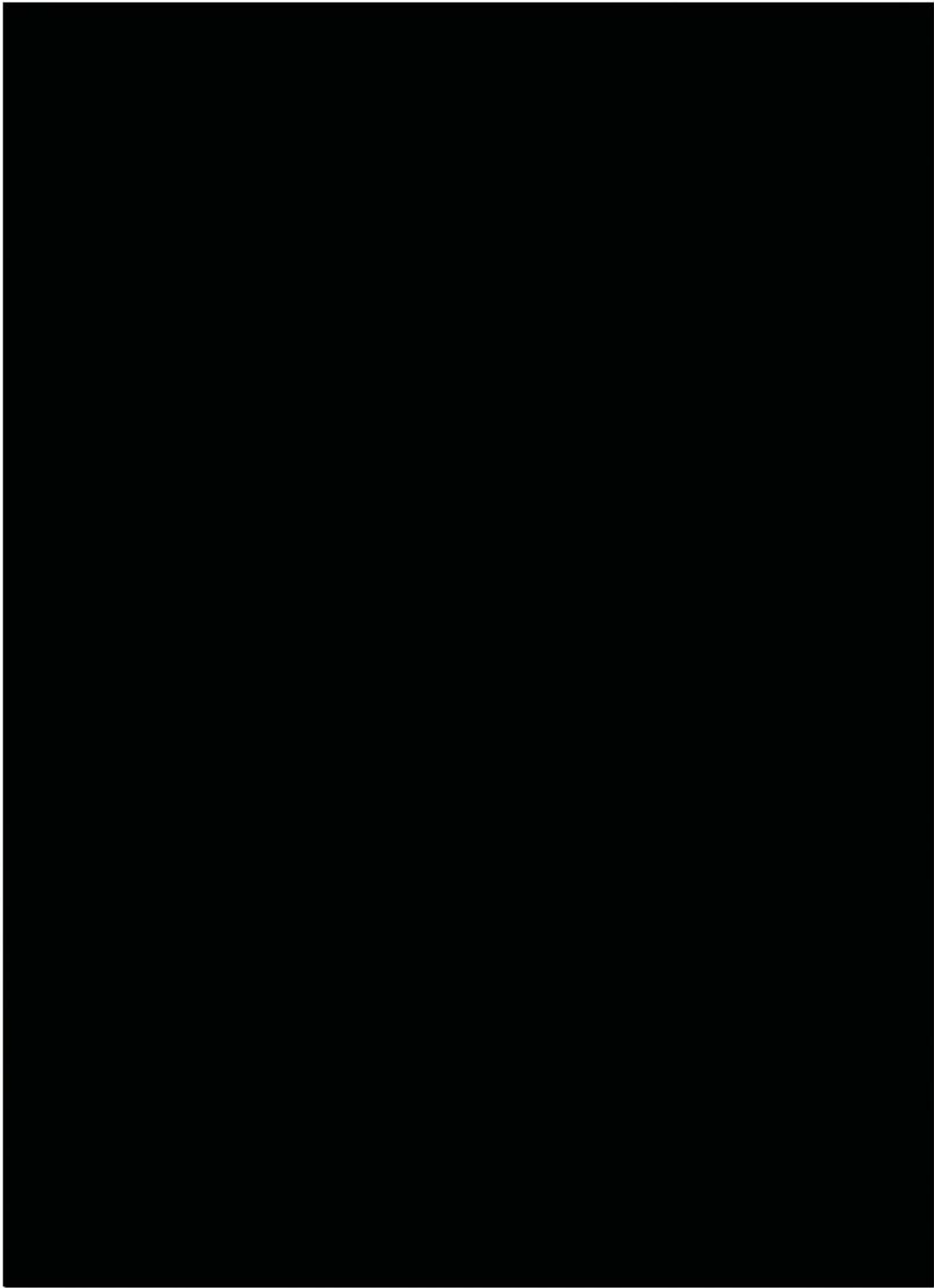
	AR
1	<b>Comments 1</b>
2	Bonus is actually 140% of target - workaround in tool causing column to show incorrectly. - Redacted
3	Bonus is actually 175% of target - workaround in tool causing column to show incorrectly. - Redacted
4	Bonus is actually 160% of target - workaround in tool causing column to show incorrectly. - Redacted
5	Bonus is actually 145% of target (pro-rated at 82.7% due to start date) - workaround in tool causing column to show incorrectly. - Redacted
6	
7	2/28/08 - comp comm approval for callout to \$120K - Redacted
8	
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12	Not eligible for merit - received increase on 12/24/07
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15	Not eligible for merit - received increase on 12/24/07
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19	3/4/08 - No merit, no bonus due to Needs Improvement rating. - Redacted
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26	2/28/08 - comp comm approval for title change and callout to \$135K - Redacted
27	
28	2/28/08 - comp comm approval for promotion and callout to \$120K - Redacted
29	2/7/08 - comp comm approval for callout to \$215K - JW
30	Per Redacted will wait for merit treatment until she returns from LoA, not bonus eligible - in LEC entirety of 2007
31	Comp comm discussion on 2/7: Final salary target \$165K
32	
33	Not eligible for merit - received increase on 1/14/08
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38	XFER from LEC on 1/1/08 - not bonus eligible for 2007 in LFL, but eligible for any LEC bonus payout
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1	Comments 2
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# **Exhibit 27**

<b>EXHIBIT</b>	<b>1304</b>
Deponent	Sheehy
Date	3-5-13
Gina V. Carbone, CSR	

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Page 1

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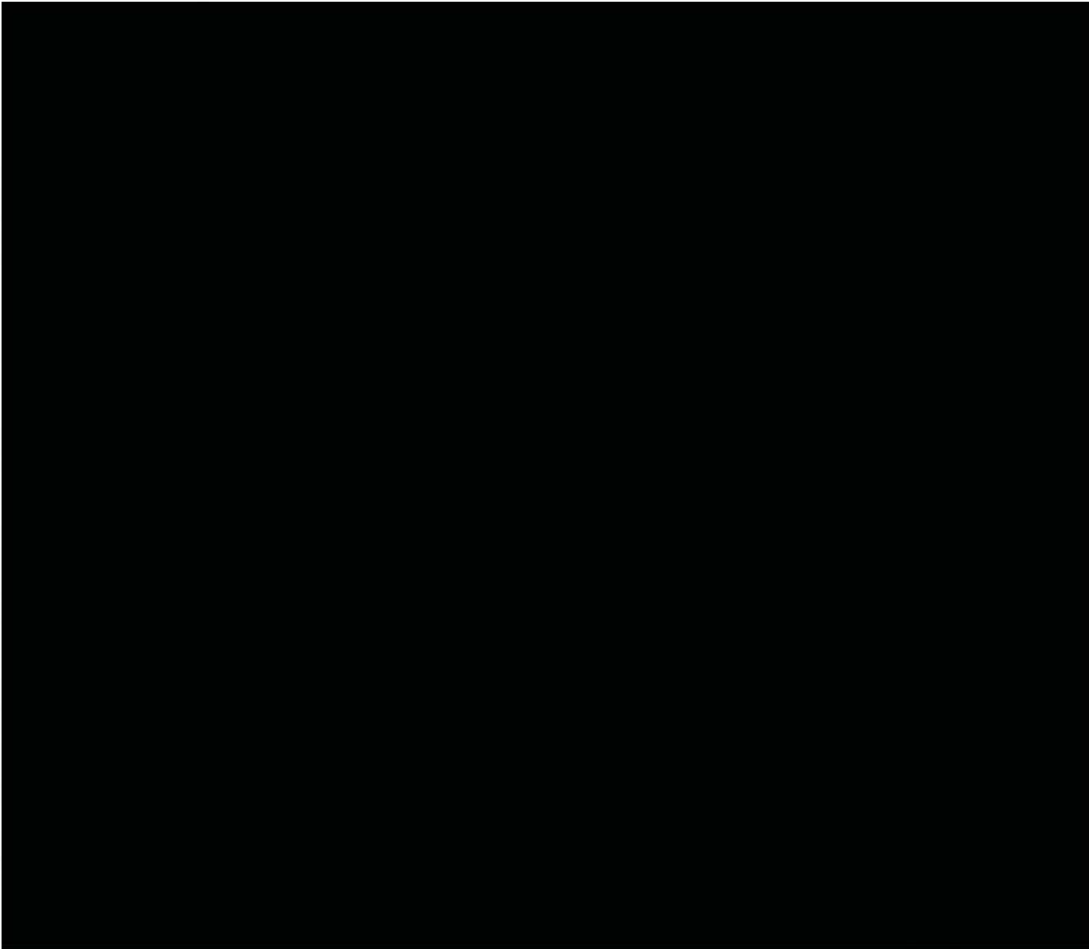
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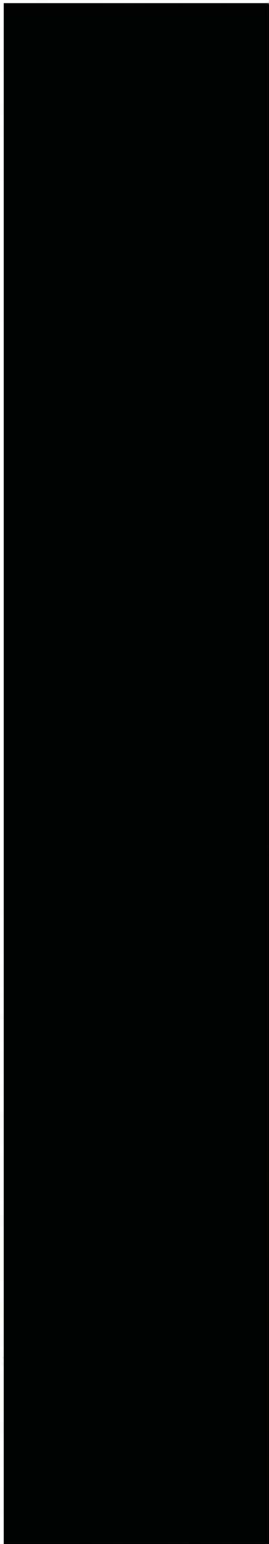
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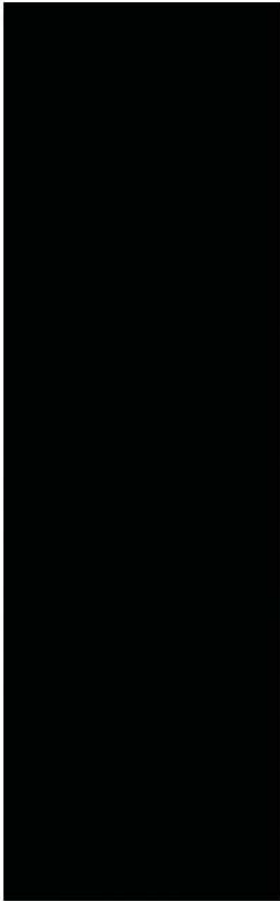
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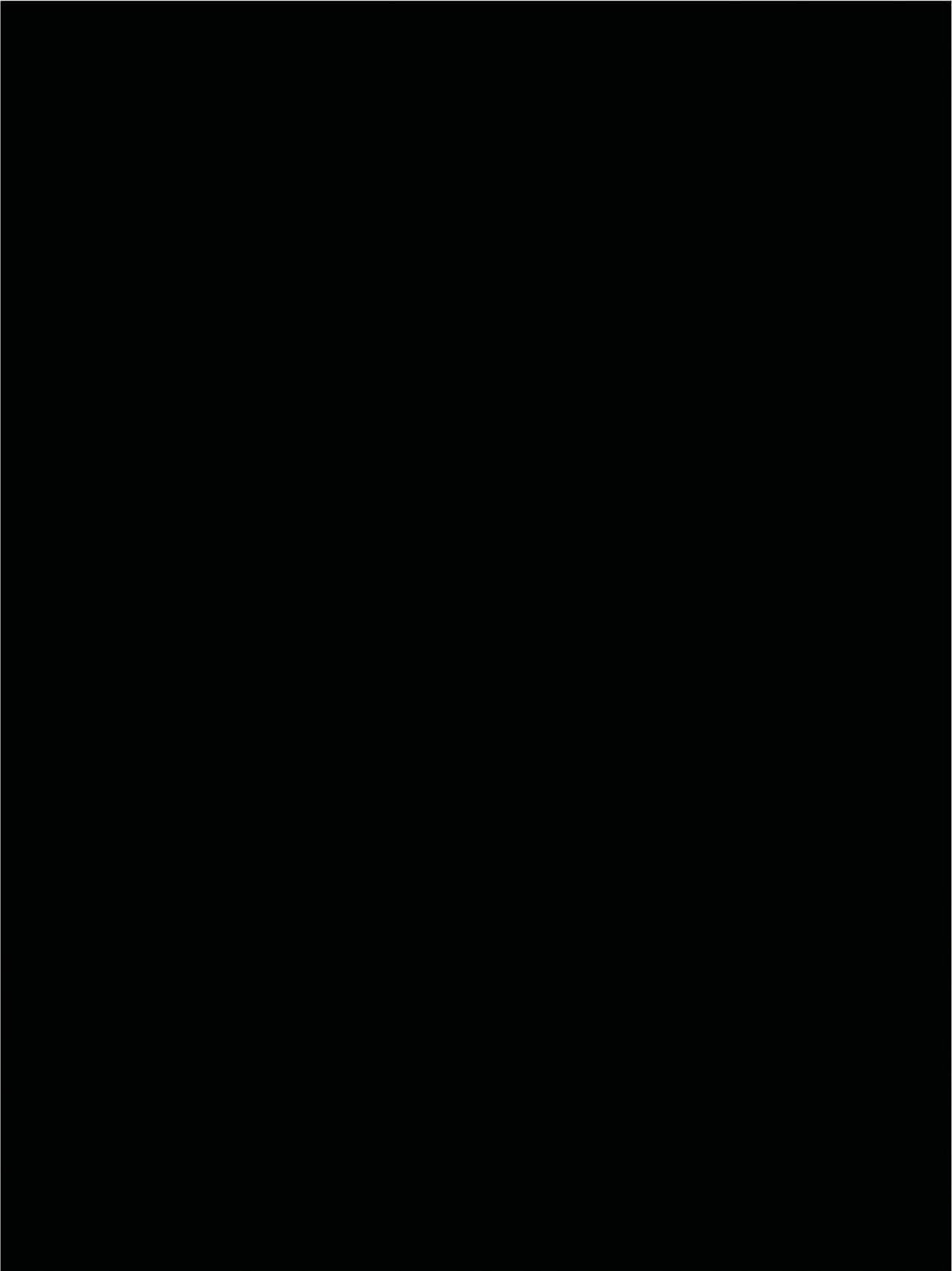
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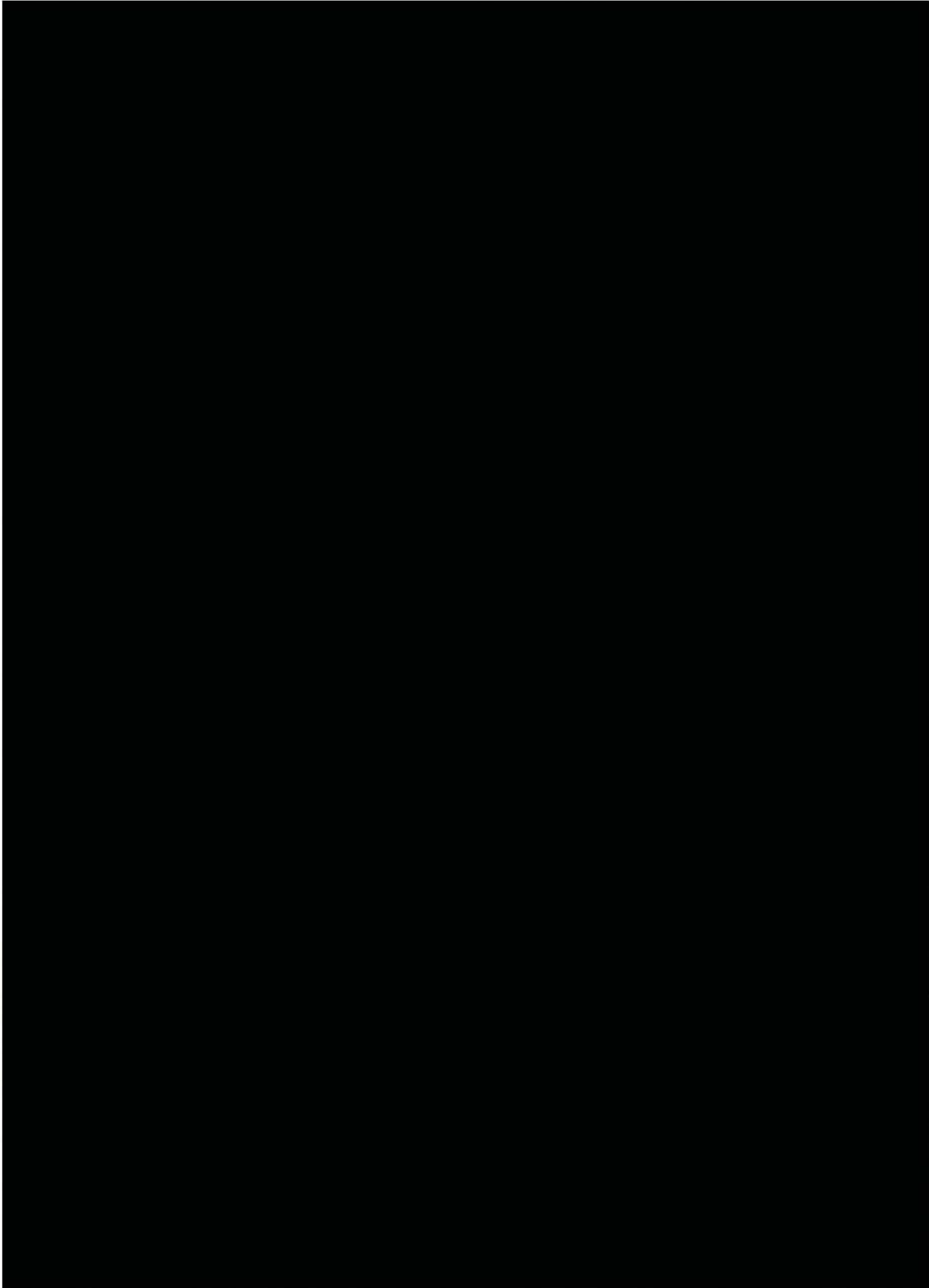


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Page 5

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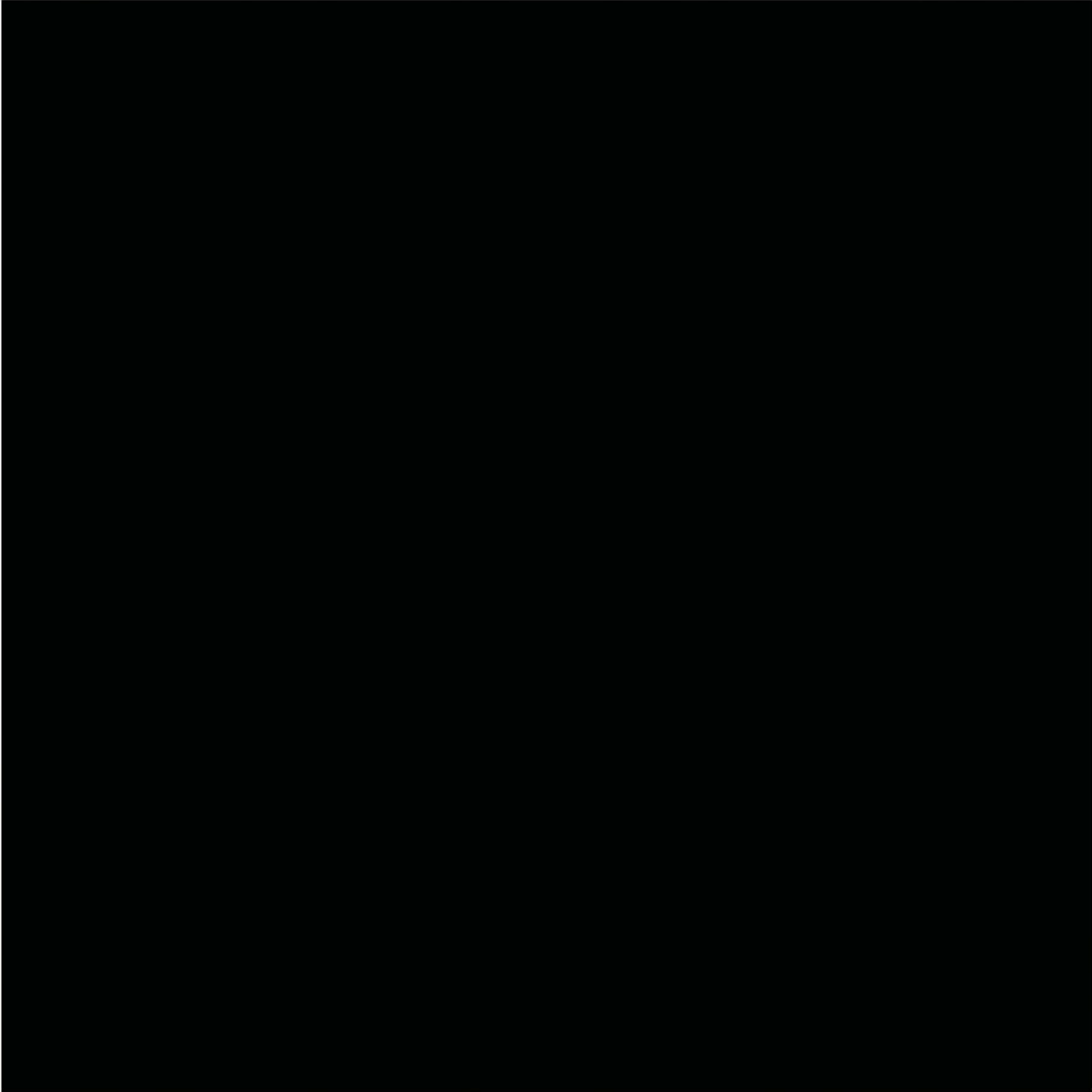
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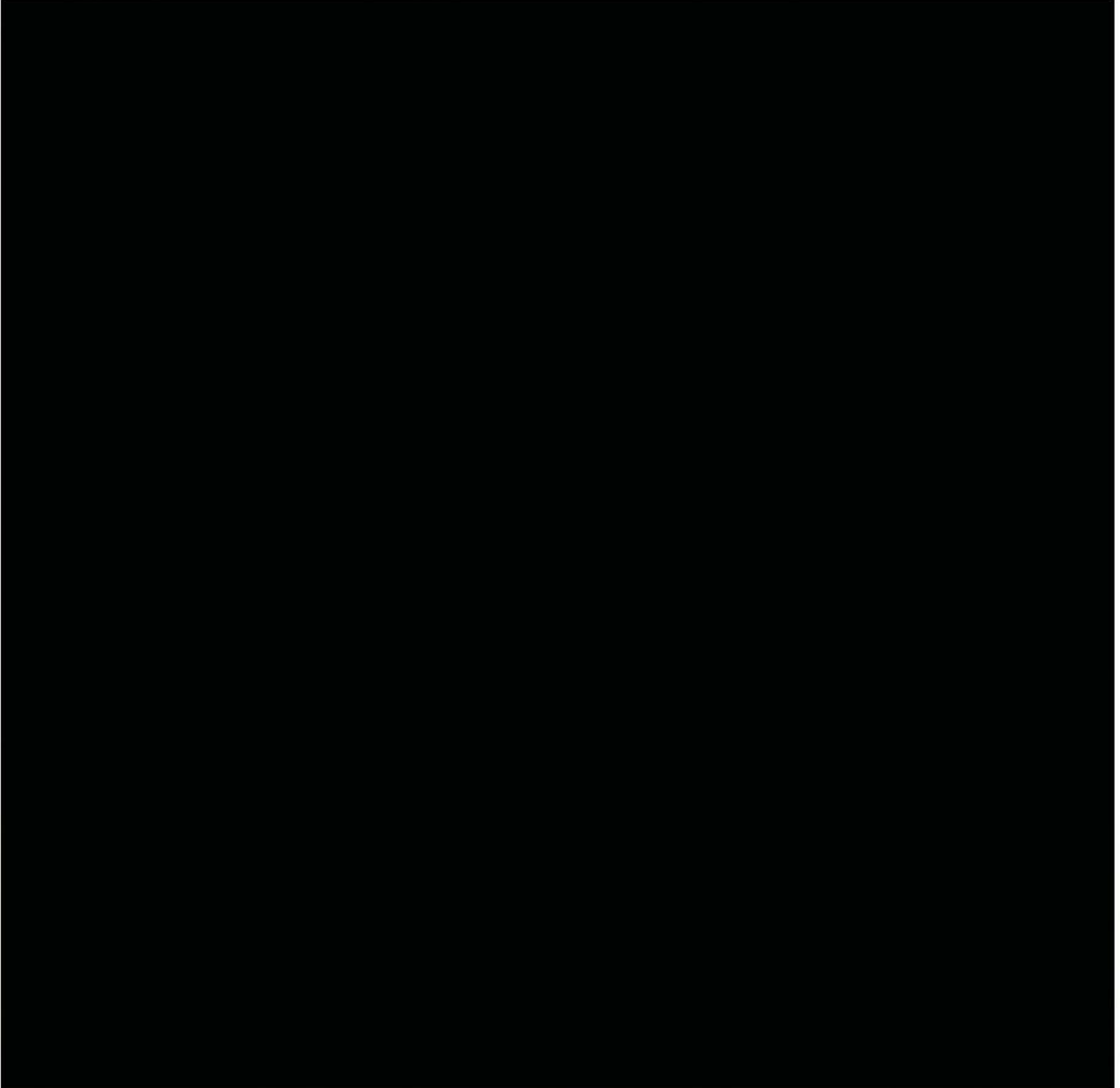


Page 7

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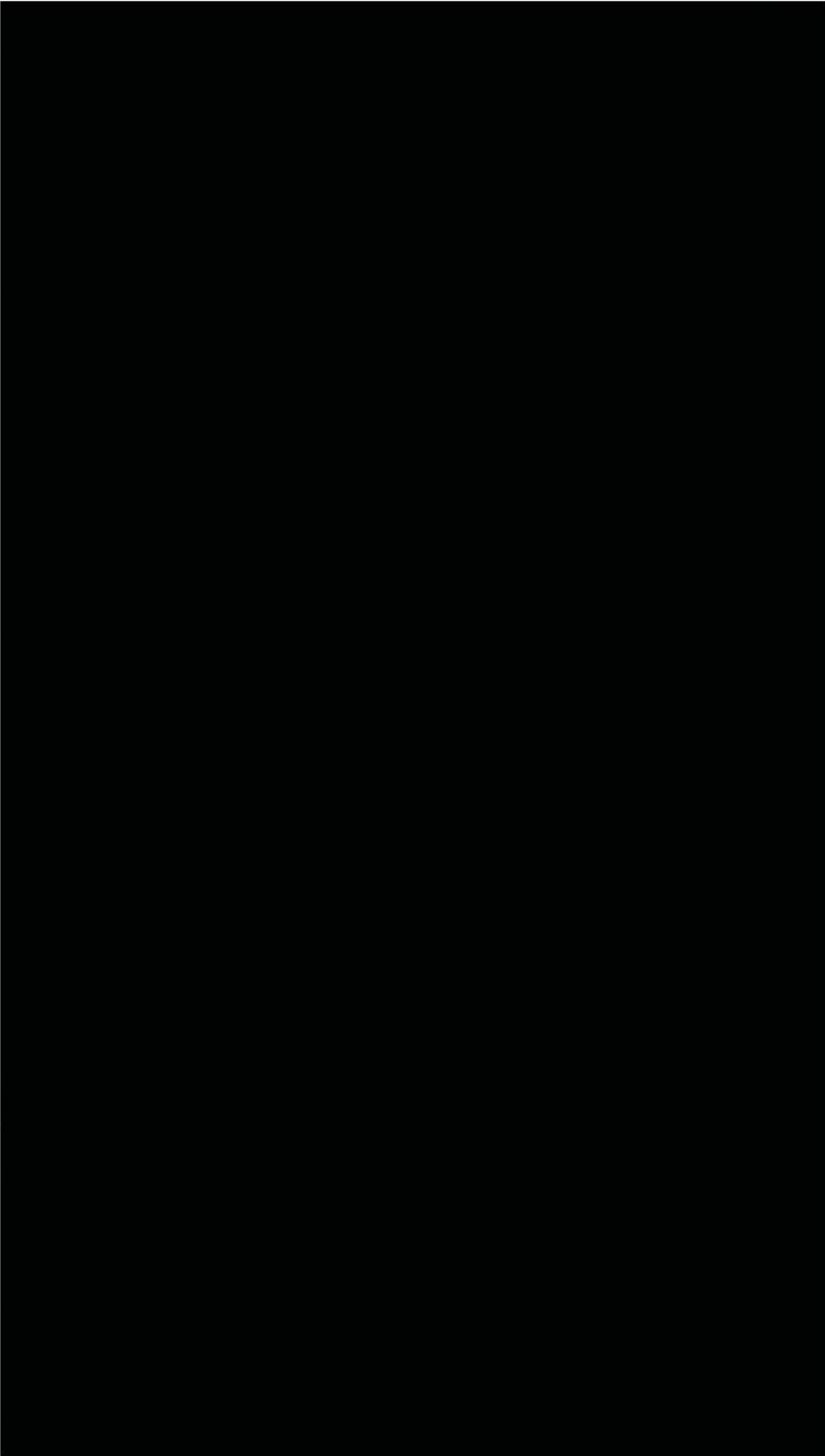
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Page 8

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Page 9

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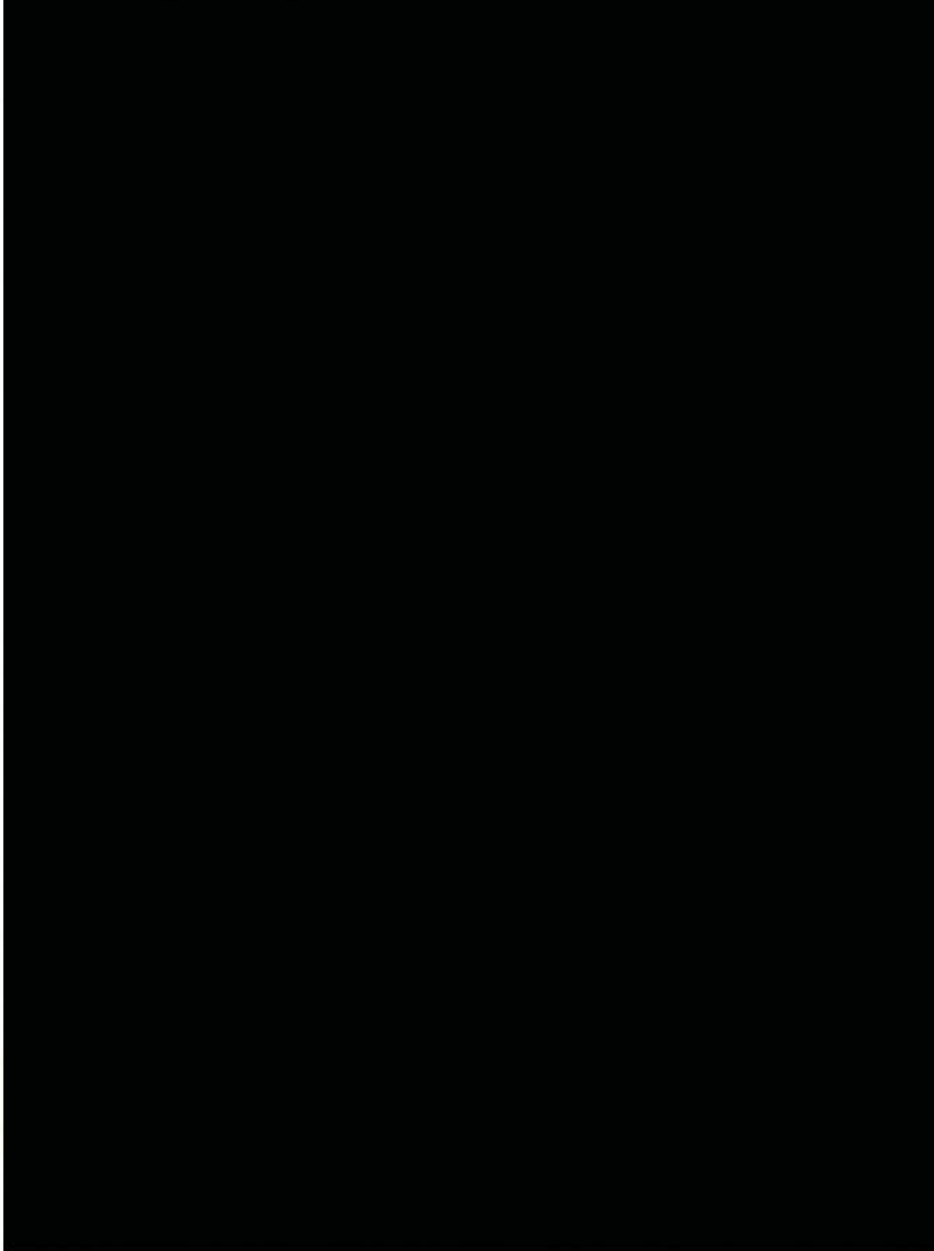


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Page 10

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Page 11

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Page 12

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